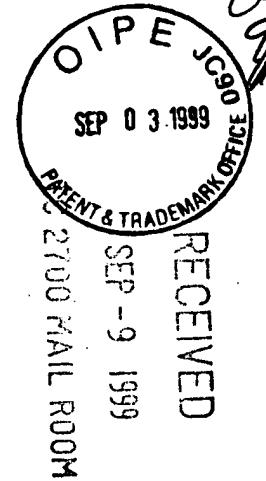


IN THE UNITED STATES PATENT AND TRADEMARK OFFICE



In re:

U.S. Patent Application No.: 08/788,613
Filed: January 24, 1997

For: SYSTEM AND METHOD FOR
TRANSMISSION OF DATA

Group Art Unit: 2758

Examiner: Andrew Caldwell

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

**POWER OF ATTORNEY BY ASSIGNEE OF ENTIRE INTEREST
(REVOCATION OF PRIOR POWERS)**

As Assignee of the entire interest of the above-identified patent, all powers previously given are hereby revoked and

NEW POWER OF ATTORNEY

The following attorneys and agents are hereby appointed to prosecute and transact all business in the U.S. Patent and Trademark Office connected therewith: KENNETH R. GLASER, Registration No. 24,015; RICHARD L. SCHWARTZ, Registration No. 27,227; RANDALL C. BROWN, Registration No. 31,213; MICHAEL E. MARTIN, Registration No. 24,821; STEVEN E. ROSS, Registration No. 35,996; RICK MATOS, Registration No. 40,082; JOHN M. CONE, Registration No. 30,538; HENRY T. CRENSHAW, Jr., Registration No. 37,805; GEORGE R. SCHULTZ, Registration No. 35,675; R. SCOTT RHOADES, Registration No. 44,300, and CHRISTOPHER J. ROURK, Registration No. 39,348 of the firm of AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

SEND ALL CORRESPONDENCE TO:

John M. Cone
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
P.O. Box 688
Dallas, Texas 75313-0688

Direct all telephone calls to: John M. Cone: (214) 969-4214

ASSIGNEE CERTIFICATION

Attached to this Power is a Certificate Under 37 CFR 3.73(b).

WIRELESS INTERNET INC.

By:


David Rose

President and Chief Executive Officer

CERTIFICATE OF MAILING UNDER 37 C.F.R. § 1.8(a)

I hereby certify that the foregoing documents are being deposited with the U.S. Postal Service on the date shown below with sufficient postage as first class mail and in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231, on this date of August 31, 1999.

Dana Longfellow
Typed or Printed Name

#258619


(Signature of Person Mailing Paper)



CERTIFICATE UNDER 37 CFR 3.73(b)

Applicants: John M. Payne, Tim von Kaenel, Jeffrey Wang, Jeffrey Odell, Jason Katz & David Starr.

Application No.: 08/788,613

Filed: January 24, 1997

Entitled: SYSTEM AND METHOD FOR TRANSMISSION OF DATA

Wireless Internet, Inc., a Delaware corporation, certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

A. [] An assignment from the inventors of the patent application identified above.

OR

B. [X] A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:

Assignment from inventors to Ex Machina, Inc. recorded with the U.S. Patent and Trademark Office on February 2, 1999, at Reel 8957, Frame 0902 (a copy of which is attached hereto);

Assignment from Ex Machina, Inc. to AirMedia, Inc. filed with the U.S. Patent and Trademark Office on February 2, 1999, at Reel 8953, Frame 0662 (a copy of which is attached hereto);

Assignment from AirMedia, Inc. to Wireless Internet, Inc., which is concurrently being filed with the U.S. Patent and Trademark Office (a copy of which is attached hereto);

8/18/99

Date

Signature

David Rose
Typed or Printed Name

President and Chief Executive Officer
Title

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UNITED STATES DEPARTMENT OF COMMERCE

Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MJC

APRIL 06, 1998

PTAS

FULBRIGHT & JAWORSKI L.L.P.
M. JOHN CARSON, ESQ.
865 SOUTH FIGUEROA ST.
29TH FLOOR
LOS ANGELES, CA 90017-2571



100637015A



UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORRATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 02/02/1998

REEL/FRAME: 8957/0902
NUMBER OF PAGES: 8

BRIEF: ASSIGNMENT OF ASSIGNEE'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNEE:

PAYNE, JOHN M.

DOC DATE: 11/04/1997

ASSIGNEE:

VON KAENEL, TIM

DOC DATE: 11/04/1997

ASSIGNEE:

WANG, JEFFREY

DOC DATE: 11/04/1997

ASSIGNEE:

ODELL, JEFFREY

DOC DATE: 11/04/1997

ASSIGNEE:

KATZ, JASON

DOC DATE: 11/04/1997

ASSIGNEE:

STARR, DAVID

DOC DATE: 11/04/1997

8957/0902 PAGE 2



ASSIGNEE:

EX MACHINA, INC.
3501 JAMBOREE ROAD
SUITE 400
NEWPORT BEACH, CALIFORNIA 92660

SERIAL NUMBER: 08788613
PATENT NUMBER:

FILING DATE: 01/24/1997
ISSUE DATE:

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JOANN STEWART, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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02-18-1998



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cket No.: 6328-117

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Patent and Trademark Office

FEB 02 1998

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

John M. Payne, Tim von Kaenel, Jeffrey Wang,
Jeffrey Odell, Jason Katz & David Starr

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 4, 1997

2. Name and address of receiving party(ies):

Name: Ex Machina, Inc.

Address: 3501 Jamboree Road

Suite 400

City: Newport Beach State/Prov.: California

Country: U.S.A. ZIP: 92660

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No. Filing date

08/788,613 January 24, 1997

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: M. John Carson, Esq.

Registration No. 25,090

Address: Fulbright & Jaworski L.L.P.

865 South Figueroa Street

29th Floor

City: Los Angeles State/Prov.: California

Country: U.S.A. ZIP: 90017-2571

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

500337

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40.00

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

M. John Carson

Name of Person Signing

Signature

January 27, 1998

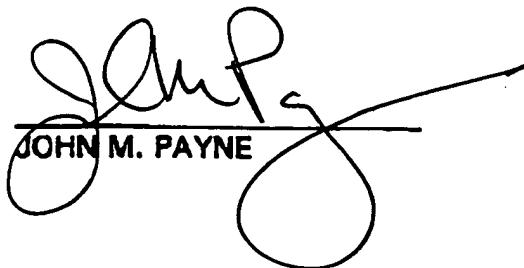
A S S I G N M E N T

WHEREAS, we, JOHN M. PAYNE, TIM VON KAENEL, JEFFREY WANG, JEFFREY ODELL, JASON KATZ and DAVID STARR, have invented a new and useful SYSTEM AND METHOD FOR TRANSMISSION OF DATA, for which an application for United States Letters Patent thereon was filed in the United States Patent and Trademark Office on January 24, 1997, as Serial No. 08/788,613; and

WHEREAS, EX MACHINA, INC., a New York corporation, having its principal place of business at 3501 Jamboree Road, Suite 400, Newport Beach, California 92660, is desirous of acquiring the entire and exclusive right, title and interest in and to the said invention in the United States and throughout the world, and in and to any Letters Patent which may be granted and issued therefor;

NOW, THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, we JOHN M. PAYNE, TIM VON KAENEL, JEFFREY WANG, JEFFREY ODELL, JASON KATZ and DAVID STARR the said assignors, by these presents do hereby sell, assign, transfer and set over unto the said EX MACHINA, INC., its successors and assigns, the entire and exclusive right, title and interest in and to said invention, in the United States and throughout the world, and in and to any Letters Patent which may be granted and issued therefor, and in and to any continuations, divisions, reissues and extensions of said Letters Patent and all international priority rights associated therewith; and we further agree to sign all papers and perform all acts, without any further consideration but at no cost or expense to us, as said EX MACHINA, INC. may deem necessary to make this Assignment fully effective, including the execution of any and all original, reissue, divisional and continuing United States and foreign patent applications.

I hereby authorize and request the Commissioner of Patents and
Trademarks to issue the said United States Letters Patent to said EX MACHINA,
INC., its successors and assigns.

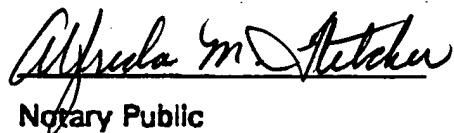
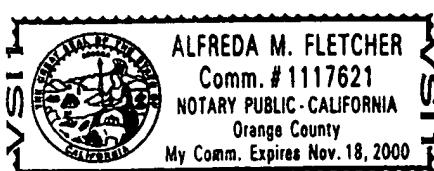


JOHN M. PAYNE

STATE OF)
) ss
COUNTY OF)

On this 28 day of October, 1997, before me, Alfreda M.
Fletcher, Notary Public, personally appeared JOHN M. PAYNE personally
known to me; or he proved to me on the basis of satisfactory evidence) to be the
person whose name is subscribed to the within instrument, and acknowledged to
me that he executed the same in his authorized capacity, and that by his
signatures on the instrument the person, or the entity upon behalf of which the
person acted, executed the instrument.

WITNESS my hand and official seal.



Alfreda M. Fletcher
Notary Public

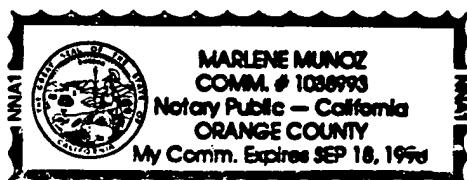
I hereby authorize and request the Commissioner of Patents and Trademarks to issue the said United States Letters Patent to said EX MACHINA, INC., its successors and assigns.

~~TIM VON KAENE~~

STATE OF California)
COUNTY OF Orange) ss

On this 22nd day of October, 1997, before me, Marlene Munoz
_____, Notary Public, personally appeared TIM VON KAENEL personally
known to me; or he proved to me on the basis of satisfactory evidence) to be the
person whose name is subscribed to the within instrument, and acknowledged to
me that he executed the same in his authorized capacity, and that by his
signatures on the instrument the person, or the entity upon behalf of which the
person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public

I hereby authorize and request the Commissioner of Patents and
Trademarks to issue the said United States Letters Patent to said EX MACHINA,
INC., its successors and assigns.

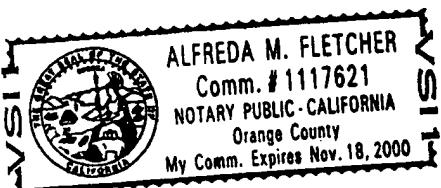


Jeffrey Wang

STATE OF)
) ss
COUNTY OF)

On this 28 day of October, 1997, before me, Alfreda M.
Fletcher, Notary Public, personally appeared JEFFREY WANG personally known
to me; or he proved to me on the basis of satisfactory evidence) to be the person
whose name is subscribed to the within instrument, and acknowledged to me that
he executed the same in his authorized capacity, and that by his signatures on the
instrument the person, or the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.



Alfreda M. Fletcher
Notary Public

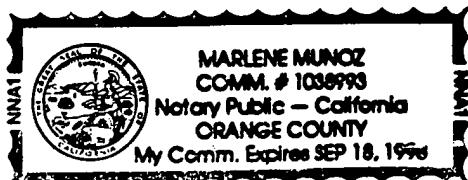
I hereby authorize and request the Commissioner of Patents and
Trademarks to issue the said United States Letters Patent to said EX MACHINA,
INC., its successors and assigns.

Jeffrey O'Dell
JEFFREY ODELL

STATE OF California
) ss
COUNTY OF Orange)

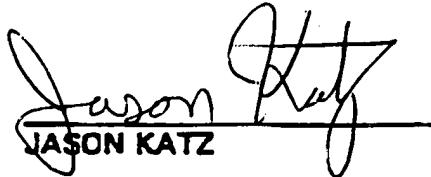
On this 22nd day of October, 1997, before me, Marlene Munoz
_____, Notary Public, personally appeared JEFFREY ODELL personally known
to me; or he proved to me on the basis of satisfactory evidence) to be the person
whose name is subscribed to the within instrument, and acknowledged to me that
he executed the same in his authorized capacity, and that by his signatures on the
instrument the person, or the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.



Marlene Munoz
Notary Public

I hereby authorize and request the Commissioner of Patents and
Trademarks to issue the said United States Letters Patent to said EX MACHINA,
INC., its successors and assigns.

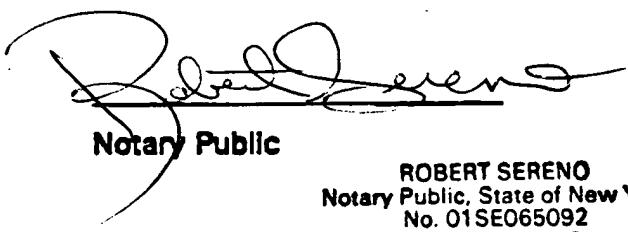


JASON KATZ

STATE OF New York)
| ss
COUNTY OF Nassau)

On this 4 day of November, 1997, before me, Robert Sereno, Notary Public, personally appeared JASON KATZ personally known to me; or he proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signatures on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public

ROBERT SERENO
Notary Public, State of New York
No. 01SE065092
Qualified in Nassau County
Commission Expires September 3, 1998

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I hereby authorize and request the Commissioner of Patents and
Trademarks to issue the said United States Letters Patent to said EX MACHINA,
INC., its successors and assigns.

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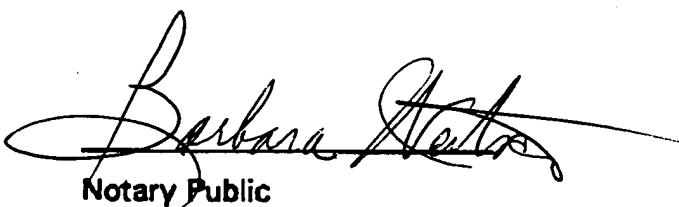


DAVID STARR

STATE OF N.Y. |
| ss
COUNTY OF N.Y. |

On this 22 day of Oct, 1997, before me, DAVID Starr
_____, Notary Public, personally appeared DAVID STARR personally known
to me; or he proved to me on the basis of satisfactory evidence) to be the person
whose name is subscribed to the within instrument, and acknowledged to me that
he executed the same in his authorized capacity, and that by his signatures on the
instrument the person, or the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.


Notary Public

BARBARA WATSON
Notary Public, State of New York
No. 31-4981687
Qualified In New York County
Commission Expires May 20, 1999